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AMENDMENTS TO THE CLAIMS

This listing of claims replaces all previous listings

WHAT IS CLAIMED IS:

1. (Currently Amended) A compound of Formula I

wherein R is

 $-(CH_{7})_{1}-R^{3};$

wherein R¹ is selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydroisoquinolyl, 2,3-dihydro-1H-indolyl, tetrahydroquinolinyl-and 1,4-benzodioxanyl; wherein R¹ is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylpropyl, pymolidin-4-ylpropyl, piperidin-4-ylpropyl, pymolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-2-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidin-2-ylmethyl, pyrrolidin-2-ylmethyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl,

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dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy;-and pharmaceutically-acceptable derivatives thereof;

wherein R² is one or more substituents independently selected from

H,

halo.

hydroxy,

amino,

 C_{1-6} -alkyl,

C₁₋₆-haloalkyl,

C1-6-alkoxy,

C₁₋₂-alkylamino,

aminosulfonyl,

C3-6-cycloalkyl,

cyano,

C₁₋₂-hydroxyalkyl,

nitro,

C2.3-alkenyl,

C2.3-alkynyl,

C1-6-haloalkoxy,

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C1.6-carboxyalkyl, 4-6-membered heterocyclyl-C₁₋₆-alkylamino, unsubstituted or substituted phenyl and unsubstituted or substituted 4-6 membered heterocyclyl;

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wherein R³ is substituted or unsubstituted 5-6 membered heterocyclyl; wherein substituted R³ is substituted with one or more substituents independently selected from halo, -OR4, -SR4, - SO_2R^4 , $-CO_2R^4$, $-CONR^4R^4$, $-COR^4$, $-NR^4R^4$, $-SO_2NR^4R^4$, $-NR^4C(O)OR^4$, $-NR^4C(O)R^4$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R2, cyano, nitro, lower alkenyl and lower alkynyl; wherein R4 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted C3-C6 cycloalkyl, phenyl-C₁₋₆-alkyl, optionally substituted 4-6 membered heterocyclyl-C₁₋₆alkyl, and lower haloalkyl; wherein R⁵ is selected from H, C₁₋₃-alkyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₃-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered $heterocyclyl-C_1.C_3-alkyl,\ C_{1-3}-alkoxy-C_{1-2}-alkyl\ and\ C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;$ wherein Ra is selected from H and C1-2-alkyl; and wherein R^b and R^c are independently selected from H and C₁₋₂-haloalkyl; and pharmaceutically acceptable derivatives salts thereof.

2. (Currently Amended) A compound of Formula I'

wherein R is -(CH₂)₁₂-R³;

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wherein R¹ is selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydroisoquinolyl, 2,3-dihydro-1Hindolyl, tetrahydroquinolinyl, and 1,4-benzodioxanyl; wherein R¹ is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2y!propyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1ylcarbonylcthyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1.1di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminocthyl, 2-aminoethyl, 1-(Nisopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and pharmaceutically acceptable derivatives thereof.;

wherein R² is one or more substituents independently selected from

H.

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halo, hydroxy, amino, $C_{1.6}$ -alkyl, C₁₋₆-haloalkyl, C1-6-alkoxy, C₁₋₂-alkylamino, aminosulfonyl, C3-6-cycloalkyl, cyano, C_{1.2}-hydroxyalkyl, nitro, C2-3-alkenyl, C2-3-alkynyl, C1-6-haloalkoxy, C_{1.6}-carboxyalkyl, 4-6-membered heterocyclyl-C₁₋₆-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R³ is substituted or unsubstituted 5-6 membered heterocyclyl; wherein substituted R³ is substituted with one or more substituents independently selected from halo, -OR⁴, -SR⁴, -SO₂R⁴,-CO₂R⁴, -COR⁴, -COR⁴, -NR⁴R⁴, -SO₂NR⁴R⁴, -NR⁴C(O)OR⁴, -NR⁴C(O)R⁴, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R⁶, cyano, nitro, lower alkenyl and lower alkynyl; wherein R⁴ is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted C₃-C₆ cycloalkyl, phenyl-C₁₋₆-alkyl, optionally substituted 4-6 membered heterocyclyl-C₁₋₆-alkyl, and lower haloalkyl;

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wherein R⁵ is selected from H, C₁₋₃-alkyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₃-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C₁.C₃-alkyl, C₁₋₃-alkoxy-C₁₋₂-alkyl and C₁₋₃-alkoxy-C₁₋₃-alkoxy-C₁₋₃-alkyl; wherein R⁶ is selected from H, halo, hydroxy, amino, C₁₋₆-alkoxy, C₁₋₂-alkylamino, aminosulfonyl, C₃₋₆-cycloalkyl, cyano, nitro, C₁₋₆-haloalkoxy, carboxy, 4-6-membered heterocyclyl-C₁₋₆-alkylamino, unsubstituted or substituted phenyl and unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R^a is selected from H and C₁₋₂-alkyl; and wherein R^b and R^c are independently selected from H and C₁₋₂-haloalkyl; and pharmaceutically acceptable derivatives salts thereof:

provided R³ is not heteroaryl when R⁴ is unsubstituted phenyl or phenyl substituted with halo, or C₁₋₆-alkyl and when R² is H.

- 3. (Canceled)
- 4. (Canceled)
- 5. (Currently Amended) Compound of Claim 32 wherein R¹ is selected from 4.4-dimethyl 2 oxo 1.2.3.1 tetrahydroquinol 7 yl. 4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl, 2-acetyl-4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl, 2,3-dihydro-1H-indolyl, 3,3-dimethyl-2,3-dihydro-1H-indol-6-yl, 1-ethyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl, and 1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl; and pharmaceutically acceptable derivatives salts thereof.
- 6. (Currently Amended) Compound of Claim 5 wherein R¹ is 3,3-dimethyl-2,3-dihydro-1H-indol-6-yl; and pharmaceutically acceptable derivatives salts thereof.
- 7. (Currently Amended) Compound of Claim 5 wherein R¹ is 4,4-dimethyl-1,2,3,4-tetrahydro-isoquinol-7-yl; and pharmaceutically acceptable derivatives salts thereof.
 - 8. (Canceled)

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- 9. (Canceled).
- 10. (Currently Amended) Compound of Claim 2 wherein R² is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl,

imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives salts thereof.

- 11. (Currently Amended) Compound of Claim 10 wherein R² is H; and pharmaceutically acceptable derivatives salts thereof.
 - 12. (Canceled)
 - 13. (Canceled)
 - 14. (Canceled)
 - 15. (Canceled)
 - 16. (Canceled)

17.(Currently Amended) Compound of Claim 2 wherein R is selected from (3-pyridyl)-(CH₂-)₂-, (4-pyridyl)-CH₂-, (4-pyrimidinyl)-CH₂-, (5-pyrimidinyl)-CH₂-, (6-pyrimidinyl)-CH₂-, (4-pyridazinyl)-CH₂- and (6-pyridazinyl)-CH₂-; wherein R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, methylamino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy; and pharmaceutically acceptable derivatives salts thereof.

18. (Canceled)

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- 19. (Currently Amended) Compound of Claim 2 wherein R is selected from (4-pyridyl)-CH₂-, (2-methylamino-4-pyrimidinyl)-CH₂-, (4-pyridazinyl)-CH₂-, (2-methoxy-4-pyridyl)-CH₂-, (4-pyridazinyl)-CH₂-, and (2-amino-4-pyrimidinyl)-CH₂-; and pharmaceutically acceptable derivatives salts thereof.
- 20. (Currently Amended) Compound of Claim 2 wherein R^3 is selected from unsubstituted or substituted 6-membered nitrogen-containing heteroaryl; and wherein substituted R^3 is substituted with one or more substituents independently selected from halo, amino, C_{1-3} -alkoy, hydroxyl, C_{1-3} -alkyl and C_{1-2} -haloalkyl; and pharmaceutically acceptable derivatives salts thereof.
 - 21. (Canceled).
 - 22. (Canceled).
- 23. (Currently Amended) Compound of Claim 2 wherein R⁵ is selected from H, piperidinylethyl and methoxyethoxyethyl; wherein R^a is H; and wherein R^b and R^c are independently selected from H and trifluoromethyl; and pharmaceutically acceptable derivatives salts thereof.
- 24. (Currently Amended) Compound of Claim 2 wherein R is (4-pyridyl)-CH₂-; and pharmaceutically acceptable derivatives salts thereof.
 - 25. (Canceled)
 - 26. (Canceled)
 - 27. (Canceled)
 - 28. (Canceled).

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- 29. (Currently Amended) Compound of Claim 2 wherein R² is H or fluoro; and pharmaceutically acceptable derivatives salts thereof.
- 30. (Currently Amended) A Compound of Claim 2 and pharmaceutically acceptable salts thereof selected from
- N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;
- N-(1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;
- N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methylamino-pyrimidin-4-ylmethyl)-amino]-benzamide;
- (R)-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-cthylamino]-benzamide;
- N-(1-Ethyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;
- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;
- N (4 [1 Methyl-1-(1-methyl piperidin 4 yl) ethyl] phenyl) 2 [(pyridin-4-ylmethyl) amino] benzamide:
- N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(1-oxy-pyridin-4-ylmethyl)-amino]-benzamide;
- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;
- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-3-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide;
- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-quinolin-7-yl)-2-[(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-amino]-benzamide;
- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridazin-4-ylmethyl)-amino]-benzamide;
- 2-[1-(2-Amino-pyrimidin-4-yl)-ethylamino]-N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-benzamide;

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N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[1-(2-methylamino-pyrimidin-4-yl)-ethylamino]-benzamide;

and

- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-4-fluoro-6-[(2-methoxy-pyridin-4-ylmethyl)-amino]-benzamide.
- 31. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide.
- 32. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(1-acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide.
 - 33. (Canceled)
- 34. (Original) Compound of Claim 2, and pharmaceutically acceptable salts thereof, comprising N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(2-methylamino-pyrimidin-4-ylmethyl)-amino]-benzamide.
 - 35.(Canceled).
- 36. (Original) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound of Claim 1.
 - 37. (Canceled).
 - 38. (Canceled).
 - 39. (Canceled).

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- 40. (Canceled).
- 41. (Canceled).
- 42. (Canceled).
- 43. (Canceled).
- 44. (Canceled).
- 45. (Canceled).